

Osnoss Joseph
 Form 4
 December 12, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Osnoss Joseph

(Last) (First) (Middle)

C/O SILVER LAKE, 2775 SAND HILL, ROAD, SUITE 100

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Cornerstone OnDemand Inc [CSOD]

3. Date of Earliest Transaction (Month/Day/Year)

12/08/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock ⁽¹⁾	12/08/2017		A	V 10,760 ⁽²⁾ A \$ 0	10,760	I	See footnote ⁽³⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Osnoss Joseph C/O SILVER LAKE, 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	X			
Silver Lake Group, L.L.C. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	X	X		
SLCA (GP), L.L.C. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	X	X		
Silver Lake Credit Associates, L.P. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	X	X		
SLP Chicago GP, L.L.C. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	X	X		
SLP Chicago Holdings, L.P. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	X	X		
SLC Chicago Co-Invest II, L.P. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100	X	X		

MENLO PARK, CA 94025

SLC Co-Invest, GP, L.L.C.

C/O SILVER LAKE

2775 SAND HILL ROAD, SUITE 100

X X

MENLO PARK, CA 94025

Signatures

/s/ Karen M. King, Director, on behalf of Silver Lake Group, L.L.C.	12/12/2017
__Signature of Reporting Person	Date
/s/ Karen M. King, Director, on behalf of Silver Lake Group, L.L.C., managing member of SLCA (GP), L.L.C.	12/12/2017
__Signature of Reporting Person	Date
/s/ Karen M. King, Director, on behalf of Silver Lake Group, L.L.C., managing member of SLCA (GP), L.L.C., general partner of SLCA	12/12/2017
__Signature of Reporting Person	Date
/s/ Karen M. King, Director, on behalf of Silver Lake Group, L.L.C., managing member of SLC Co-Invest, GP, L.L.C.	12/12/2017
__Signature of Reporting Person	Date
/s/ Karen M. King, Director, on behalf of Silver Lake Group, L.L.C., managing member of SLCA (GP), L.L.C., general partner of SLCA, managing member of SLP Chicago GP, L.L.C.	12/12/2017
__Signature of Reporting Person	Date
/s/ Karen M. King, Director, on behalf of Silver Lake Group, L.L.C., managing member of SLC Co-Invest, GP, L.L.C., general partner of SLC Chicago Co-Invest II, L.P.	12/12/2017
__Signature of Reporting Person	Date
/s/ Karen M. King, Director, on behalf of Silver Lake Group, L.L.C., managing member of SLCA (GP), L.L.C., general partner of SLCA, managing member of SLP Chicago GP, L.L.C., general partner of SLP Chicago Holdings, L.P.	12/12/2017
__Signature of Reporting Person	Date
/s/ Joseph Osnoss	12/12/2017
__Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This Form 4 is filed by SLP Chicago Holdings, L.P. ("SLP Chicago"), SLC Chicago Co-Invest II, L.P. ("Co-Invest"), SLP Chicago GP, L.L.C. ("SLP Chicago GP"), SLC Co-Invest, GP, L.L.C., ("Co-Invest GP"), Silver Lake Credit Associates, L.P. ("SLCA"), SLCA (GP), L.L.C. ("SLCA GP"), Silver Lake Group, L.L.C. ("SLG") and Mr. Joseph Osnoss. SLP Chicago GP is the general partner of SLP Chicago. Co-Invest GP is the general partner of Co-Invest. SLCA is the managing member of SLP Chicago GP. SLCA GP is the general partner of SLCA. SLG is the managing member of SLCA GP and Co-Invest GP. Mr. Osnoss serves as a member of the board of directors of Cornerstone OnDemand, Inc. (the "Issuer") and is a Managing Director of SLG. Each of SLP Chicago, Co-Invest, SLP Chicago GP, Co-Invest GP, SLCA, SLCA GP and SLG may be deemed to be a director by deputization of the Issuer.

- (1) Chicago. Co-Invest GP is the general partner of Co-Invest. SLCA is the managing member of SLP Chicago GP. SLCA GP is the general partner of SLCA. SLG is the managing member of SLCA GP and Co-Invest GP. Mr. Osnoss serves as a member of the board of directors of Cornerstone OnDemand, Inc. (the "Issuer") and is a Managing Director of SLG. Each of SLP Chicago, Co-Invest, SLP Chicago GP, Co-Invest GP, SLCA, SLCA GP and SLG may be deemed to be a director by deputization of the Issuer.
- (2) Each share is represented by a Restricted Stock Unit ("RSU"). One-third (1/3) of the RSUs will vest on the first, second and third anniversaries of the grant date, subject to Mr. Osnoss continuing to be a director through each such vesting date.

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- (3) These securities may be held by Mr. Osnoss for the benefit of one or more Reporting Persons and/or certain of their affiliates or certain of the funds they manage ("Silver Lake"). Mr. Osnoss serves as a director of the Issuer. Pursuant to Silver Lake's policies with respect to director compensation, upon the sale of these securities, the proceeds from such sale may be expected to be remitted to Silver Lake and/or its limited partners. Mr. Osnoss, through his role at Silver Lake, may be deemed to have an indirect interest in the securities reported herein. Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that any of the Reporting Persons is the beneficial owner of all securities covered by this filing, and the Reporting Persons disclaim beneficial ownership of these securities, except to the extent of each of their pecuniary interest therein, if any.

Remarks:

The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act. This filing shall not be

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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